

BALL JANIK LLP

A T T O R N E Y S

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WASHINGTON, D.C. 20005

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FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

November 13, 1996

lgitomer@bjllp.com

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Secretary Williams:

I have enclosed seven originals of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

I. The first document is Amendment No. 1 to Memorandum of Leases, a secondary document, dated as of November 11, 1996. The primary document to which this is connected is recorded under Recordation No. 20312. We request that this document be recorded under Recordation No. 20312-B.

The name and address of the party to Amendment No. 1 to Memorandum of Leases is:

Lessor:

Southern Capital Corporation
1055 Broadway
Suite 990
Kansas City, MO 64105-1599

A description of the equipment covered by Amendment No. 1 to Memorandum of Leases consists of one covered hopper car numbered KCS 303143, which replaces and corrects the misidentification of a car on schedule 7b numbered KCS 313143.

II. The second document is Amendment No. 1 to Memorandum of Security Agreement and Assignment of Leases, a secondary document, dated as of November 11, 1996. The primary document to which this is connected is recorded under Recordation No. 20312. We request that this document be recorded under Recordation No. 20312-C.

RECORDATION NO. 20312-B, C
NOV 13 1996

RECEIVED
SURFACE TRANSPORTATION
BOARD
NOV 13 2 56 PM '96

Honorable Vernon A. Williams
November 13, 1996
Page 2

The name and address of the party to Amendment No. 1 to Memorandum of Security Agreement and Assignment of Leases is:

Grantor:

Southern Capital Corporation
1055 Broadway
Suite 990
Kansas City, MO 64105-1599

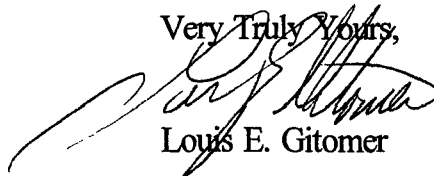
A description of the equipment covered by Amendment No. 1 to Memorandum of Security Agreement and Assignment of Leases consists of one covered hopper car numbered KCS 303143, which replaces and corrects the misidentification of a car on schedule 7b numbered KCS 313143.

A fee of \$44.00 is enclosed. Please return six originals of each document to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the documents to appear in the index follows: (1) Amendment No. 1 to Memorandum of Leases by Southern Capital Corporation, 1055 Broadway, Suite 990, Kansas City, MO 64105-1599; and (2) Amendment No. 1 to Memorandum of Security Agreement and Assignment of Leases by Southern Capital Corporation, 1055 Broadway, Suite 990, Kansas City, MO 64105-1599, both covering one covered hopper car numbered KCS 303143, which replaces and corrects the misidentification of a car on schedule 7b numbered KCS 313143.

Very Truly Yours,



Louis E. Gitomer

Enclosure

Honorable Vernon A. Williams
November 13, 1996
Page 2

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Grantor:

Southern Capital Corporation
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Suite 990
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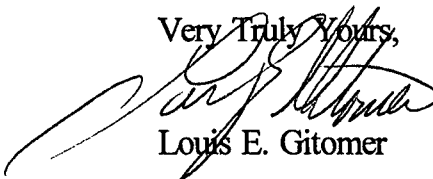
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Very Truly Yours,



Louis E. Gitomer

Enclosure

NOV 13 1996 3 00 PM

**AMENDMENT NO. 1 TO MEMORANDUM OF SECURITY AGREEMENT AND
ASSIGNMENT OF LEASES**

This Amendment No. 1 to Memorandum of Security Agreement and Assignment of Leases, dated as of November 16, 1996, by Southern Capital Corporation, LLC, a Colorado limited liability company, amends the Memorandum of Security Agreement and Assignment of Leases dated as of October 21, 1996, to correct the unit identity number for one car.

Exhibit A to the Memorandum of Security Agreement and Assignment of Leases misidentified one car. Exhibit A to the Memorandum of Security Agreement and Assignment of Leases is amended by replacing the unit identification numbers on the page identified as Group #7b with the unit identification numbers on the page numbered Group #7b that is attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

SOUTHERN CAPITAL CORPORATION, LLC,

by Richard M. Tinnon

Name: Richard M. Tinnon
Title: Authorized Representative

by

Name:
Title: Authorized Representative

AMENDMENT NO. 1 TO MEMORANDUM OF SECURITY AGREEMENT AND
ASSIGNMENT OF LEASES

This Amendment No. 1 to Memorandum of Security Agreement and Assignment of Leases, dated as of November 11, 1996, by Southern Capital Corporation, LLC, a Colorado limited liability company, amends the Memorandum of Security Agreement and Assignment of Leases dated as of October 21, 1996, to correct the unit identity number for one car.

Exhibit A to the Memorandum of Security Agreement and Assignment of Leases misidentified on car. Exhibit A to the Memorandum of Security Agreement and Assignment of Leases is amended by replacing the unit identification numbers on the page identified as Group #7b with the unit identification numbers on the page numbered Group #7b that is attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

SOUTHERN CAPITAL CORPORATION, LLC

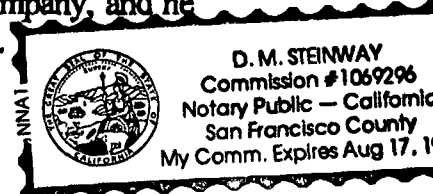
By _____
Name:
Title: Authorized Representative

By Anthony P. McCarthy
Name: Anthony P. McCarthy
Title: Authorized Representative

STATE OF CALIFORNIA)
COUNTY OF ^{SAN} FRANCISCO) ss.

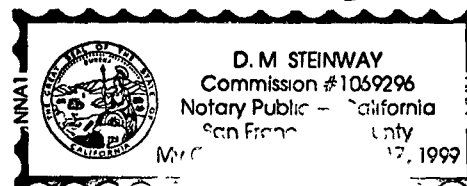
On this 8TH day of November, 1996, before me personally appeared RICHARD M. TUNNON, to me personally known, who being by me duly sworn, says that he is an Authorized Representative of SOUTHERN CAPITAL CORPORATION, LLC, that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of said instrument was his free act and deed.

D.M. Steinway
NOTARY PUBLIC



My commission expires:

8/17/99



STATE OF)
COUNTY OF) ss.

On this ____ day of November, 1996, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is an Authorized Representative of SOUTHERN CAPITAL CORPORATION, LLC, that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of said instrument was his free act and deed.

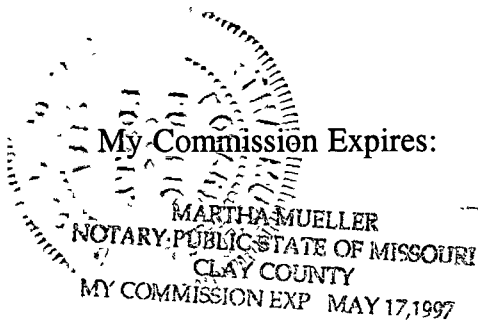
NOTARY PUBLIC

My commission expires:

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

On this 12th day of November, 1996, before me personally appeared Anthony P. McCarthy, to me personally known, who being by me duly sworn, says that he is an Authorized Representative of SOUTHERN CAPITAL CORPORATION, LLC, that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of said instrument was his free act and deed.

Martha Mueller
NOTARY PUBLIC



STATE OF)
)ss.
COUNTY OF)

On this ____ day of November, 1996, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is an Authorized Representative of SOUTHERN CAPITAL CORPORATION, LLC, that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of said instrument was his free act and deed.

NOTARY PUBLIC

My Commission Expires:

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

GROUP #7b

C113 N0091

12 CARS

1	KCS	303003
2	KCS	303011
3	KCS	303020
4	KCS	303038
5	KCS	303071
6	KCS	303089
7	KCS	303097
8	KCS	303101
9	KCS	303119
10	KCS	303127
11	KCS	303135
12	KCS	303143